

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	: <b>Chapter 11 Case No.</b>
	:
<b>LEHMAN BROTHERS HOLDINGS INC., et al.,</b>	: <b>08-13555 (JMP)</b>
	:
<b>Debtors.</b>	: <b>(Jointly Administered)</b>
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**ORDER GRANTING DEBTORS' MOTION FOR APPROVAL  
OF THE TERMINATION AND SETTLEMENT OF CERTAIN PREPETITION  
DERIVATIVES CONTRACTS WITH TRUSTS FOR WHICH U.S. BANK NATIONAL  
ASSOCIATION SERVES AS INDENTURE TRUSTEE AND RELATED RELIEF**

Upon the motion dated November 15, 2010 (the "Motion") of Lehman Brothers Special Financing Inc. ("LBSF") and Lehman Brothers Financial Products Inc. ("LBFP"), as debtors and debtors-in-possession, together with Lehman Brothers Holdings Inc. ("LBHI") and their affiliated debtors in the above-referenced chapter 11 cases (collectively, the "Debtors"), pursuant to section 105(a) of the Bankruptcy Code<sup>1</sup> and Bankruptcy Rule 9019, for entry of an order (i) approving the termination and settlement of the Derivatives Contracts in the amounts set forth in Exhibit A annexed to the Motion (the "Settlement Amounts") and (ii) allowing the Claims in the respective Settlement Amounts, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and due and proper notice of the Motion having been provided in accordance with the procedures set forth in the amended order entered June 17, 2010 governing case management and administrative procedures [Docket No. 9635],

<sup>1</sup> Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Motion.

and it appearing that no other or further notice need be provided; and a hearing having been held to consider the Motion; and upon the Court's consideration of the Motion and the record of the hearing to consider the relief requested in the Motion; and after due deliberation and sufficient cause appearing therefor, it is

ADJUDGED, FOUND AND DETERMINED:

A. The relief sought in the Motion is in the best interests of the Debtors and their estates and creditors, holders of notes, certificates or investments in the Trusts, and all parties in interest, and the legal and factual bases set forth in the Motion establish just cause for the relief granted herein.

B. U.S. Bank, in its capacity as Trustee, provided reasonable notice of the Motion to holders of notes, certificates or other investments in the Trusts.

C. The compromises set forth in the Motion are fair and reasonable and there is no bona fide basis for any claims or actions against the Debtors or U.S. Bank, as Trustee or in its individual capacity, arising out of the participation in the negotiation and implementation of the relief requested in the Motion.

NOW, THEREFORE, IT IS:

ORDERED that, pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rule 9019, the Motion is granted; and it is further

ORDERED that the Derivatives Contracts are hereby terminated as of September 22, 2010 (the "Termination Date") and, other than the Derivatives Claims, the Debtors and the Trusts shall have no further rights, obligations or liabilities of any kind, nature and character whatsoever arising under or related to the Derivatives Contracts other than as set forth herein; and it is further

ORDERED that, in accordance with section 562 of the Bankruptcy Code, the Derivatives Claims against LBSF and LBFP and the Guarantee Claims against LBHI shall be allowed in the Settlement Amounts determined as of the Termination Date set forth in Exhibit A annexed to the Motion; provided, however, that the aggregate recovery of a Trust from LBSF and LBHI together in respect of its Claims shall not exceed its respective allowed Derivatives Claim; and it is further

ORDERED that the allowed Claims set forth in Exhibit A annexed to the Motion are in full and complete satisfaction of such Claims and all claims of the Trusts against LBSF, LBFP, LBHI and any other Debtor in connection with the Derivatives Contracts and the Trusts have no right to assert any other claims or claim amounts under their respective Derivatives Contracts against any Debtor; and it is further

ORDERED that this Order shall not affect the Excluded Guarantee Claims in any respect and the Debtors and the Trustee reserve all rights and defenses with respect thereto; and it is further

ORDERED that all holders of notes, certificates or other investments in the Trusts are bound by, and deemed to have consented to, the termination of the Derivatives Contracts, the settlement of the Derivatives Contracts in the Settlement Amounts and the terms of this Order; and it is further

ORDERED that the Debtors, U.S. Bank, as Trustee or in its individual capacity, and their respective legal counsel and/or financial advisors shall not have any liability for any claims, demands, suits, actions or causes of action arising out of the participation in the negotiation and implementation of the relief requested in the Motion; and it is further

ORDERED that the terms of this Order are effective and enforceable as of the date of this Order; and it is further

ORDERED that Epiq Systems, Inc., the Debtors' court-appointed claims and noticing agent, is authorized and directed to modify the Debtors' official claims registry to reflect the relief provided herein; and it is further

ORDERED that the Debtors are hereby authorized to execute and deliver all instruments and documents, and take such other actions, as may be necessary or appropriate to implement and effectuate this Order; and it is further

ORDERED that notice of the Motion as provided therein shall be deemed good and sufficient notice of the Motion; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York  
December 16, 2010

s/ James M. Peck  
Honorable James M. Peck  
United States Bankruptcy Judge

**Exhibit A**

**(Schedule of Derivatives Contracts and Settlement Amounts)**

	<b><u>Trust</u></b> <b><u>(Trust ID)</u></b>	<b><u>Derivative Contract</u></b>	<b><u>Derivatives</u></b> <b><u>Claim No.</u></b>	<b><u>Guarantee</u></b> <b><u>Claim No.</u></b> <sup>1</sup>	<b><u>Amounts</u></b> <b><u>Asserted</u></b>	<b><u>Settlement Amount (\$)</u></b>
1	Conseco Finance Corporation Manufactured Housing Contract Senior/Subordinate Pass-Through Certificates Series 2001-4 (121301CFSC)	Confirmation, dated December 18, 2001, between Trust and LBFP (incorporated 1992 ISDA Master Agreement)	32959	Not Applicable.	Unliquidated	172,167.78
2	Conseco Finance Corporation Manufactured Housing Contract Senior/Subordinate Pass-Through Certificates Series 2002-1 (040502CONS)	Confirmation, dated April 11, 2002, between Trust and LBFP (incorporated 1992 ISDA Master Agreement)	32958	Not Applicable.	Unliquidated	125,667.31
3	Lehman XS Trust Mortgage Pass-Through Certificates, Series 2005-2 (111805LEHM)	Confirmation, dated November 29, 2005, between Trust and LBSF (incorporated 1992 ISDA Master Agreement)	32991	32992	Unliquidated	22,078.96
4	Lehman XS Trust Mortgage Pass Through Certificates, Series 2005-9N (121605LEHM)	Confirmation, dated December 30, 2005, between Trust and LBSF (incorporated 1992 ISDA Master Agreement)	32819	32809 <sup>2</sup>	Unliquidated	24,038.85
5	Structured Asset Securities Corporation, Series 2005-RF2 (051705SRF2)	Confirmation, dated May 26, 2005, between Trust and LBSF (incorporated 1992 ISDA Master Agreement)	32925	32924	Unliquidated	23,903.87
6	Structured Asset Securities Corporation, Series 2005-RF3 (072705SASC)	Confirmation, dated July 28, 2005, between Trust and LBSF (incorporated 1992 ISDA Master Agreement)	32927	32926	Unliquidated	43,098.01
7	Structured Asset Securities Corporation, Series 2005-RF4 (082505SASC)	Confirmation, dated August 30, 2005, between Trust and LBSF (incorporated 1992 ISDA Master Agreement)	32929	32928	Unliquidated	48,291.02

<sup>1</sup> LBHI did not guarantee the obligations of LBFP.

<sup>2</sup> This claim is not being allowed pursuant to the proposed Order and the Settlement Amount for this Derivative Contract relates only to the Derivative Claim.

	<b><u>Trust (Trust ID)</u></b>	<b><u>Derivative Contract</u></b>	<b><u>Derivatives Claim No.</u></b>	<b><u>Guarantee Claim No.<sup>1</sup></u></b>	<b><u>Amounts Asserted</u></b>	<b><u>Settlement Amount (\$)</u></b>
8	Supplement Interest Trust, Structured Asset Securities Corporation, Series 2008-1 (012408STRU)	Confirmation, dated January 30, 2008, between Trust and LBSF (incorporated 1992 ISDA Master Agreement)	32990	32913 <sup>3</sup>	Unliquidated	167,886.31
9	Structured Asset Securities Corporation, Series 2005-RF6 (112905SAS6)	Confirmation, dated November 29, 2005, between Trust and LBSF (incorporated 1992 ISDA Master Agreement)	32975	32974	Unliquidated	36,663.44
10	Structured Asset Securities Corporation, Series 2006-RF2 (072706SASC)	Confirmation, dated July 31, 2006, between Trust and LBSF (incorporated 1992 ISDA Master Agreement)	32972	32950	Unliquidated	124,454.08
11	Structured Asset Securities Corporation, Series 2006-RF4 (111706LEHM)	Confirmation, dated December 7, 2006, between Trust and LBSF (incorporated 1992 ISDA Master Agreement)	32951	32979	Unliquidated	87,281.89
12	Structured Asset Securities Corporation Mortgage Loan Trust mortgage Pass-Through Certificates, Series 2007-RF1 (032807LEH6)	Confirmation, dated March 30, 2007, between Trust and LBSF (incorporated 1992 ISDA Master Agreement)	32910	32909	Unliquidated	229,978.17
13	Structured Asset Securities Corporation Mortgage Loan Trust, Series 2007-RF2 (112707LE10)	Confirmation, dated November 30, 2007, between Trust and LBSF (incorporated 1992 ISDA Master Agreement)	32912	32911	Unliquidated	101,386.27
14	Structured Asset Securities Corporation, Series 2005-RF5 (092305SRF5)	Confirmation, dated September 29, 2005, between Trust and LBSF (incorporated 1992 ISDA Master Agreement)	32977	32976	Unliquidated	39,350.93
15	Structured Adjustable Rate Mortgage Loan Trust, Mortgage Pass-Through Certificates, Series 2008-2 (052708STRU)	Confirmation, dated May 30, 2008, between Trust and LBSF (incorporated 1992 ISDA Master Agreement)	32914	32915	Unliquidated	25,915.56

<sup>3</sup> This claim is not being allowed pursuant to the proposed Order and the Settlement Amount for this Derivative Contract relates only to the Derivative Claim.

	<b><u>Trust (Trust ID)</u></b>	<b><u>Derivative Contract</u></b>	<b><u>Derivatives Claim No.</u></b>	<b><u>Guarantee Claim No.<sup>1</sup></u></b>	<b><u>Amounts Asserted</u></b>	<b><u>Settlement Amount (\$)</u></b>
16	Supplemental Interest Trust, Structured Asset Securities Corporation, Series 2007-4 (082807STRU)	Confirmations, dated June 28, 2007, September 18, 2007, November 19, 2007, between Trust and LBSF (incorporated 1992 ISDA Master Agreement)	32908	32980 <sup>4</sup>	Unliquidated	212,450.25
17	Structured Asset Securities Corporation, Series 2005-RF7 (120705STRU)	Confirmation, dated December 23, 2005, between Trust and LBSF (incorporated 1992 ISDA Master Agreement)	32978	32973	Unliquidated	29,140.80
18	Structured Asset Securities Corporation Mortgage Pass- Through Certificates, Series 2005-RF1 (0411055RF1)	Confirmation, dated April 27, 2005, between Trust and LBSF (incorporated 1992 ISDA Master Agreement)	32922	32923	Unliquidated	23,586.86
19	Lehman XS Trust Mortgage Pass Through Certificates, Series 2006-12N (072706LEHM)	Confirmation, dated July 31, 2006, between Trust and LBSF (incorporated 1992 ISDA Master Agreement)	32810	32821 <sup>5</sup>	Unliquidated	19,253.38

<sup>4</sup> This claim is not being allowed pursuant to the proposed Order and the Settlement Amount for this Derivative Contract relates only to the Derivative Claim.

<sup>5</sup> This claim is not being allowed pursuant to the proposed Order and the Settlement Amount for this Derivative Contract relates only to the Derivative Claim.